

**ARTICLES OF ORGANIZATION
OF
LYNLEA, LLC**

For the purpose of forming a limited liability company under the Alabama Limited Liability Company Law and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Law"), the undersigned does hereby sign and adopt these Articles of Organization, and, upon filing for record of these Articles of Organization in the office of the Judge of Probate of Shelby County, Alabama, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article I hereof, shall commence.

**ARTICLE I
NAME**

The name of the Company shall be LynLea, LLC.

**ARTICLE II
TYPE OF ENTITY**

The Company shall be formed as a limited liability company.

**ARTICLE III
PERIOD OF DURATION**

The duration of the Company shall be perpetual.

**ARTICLE IV
PURPOSES, OBJECTS AND POWERS**

4.1 Without limiting the scope and generality of the purposes, objects and powers of the Company granted by the Law, the Company shall have the power to:

(a) purchase, sell and design men and women's apparel and to engage in all other activities related or incidental thereto; and

(b) engage in any lawful business, act or activity for which a company may be organized under the Law, it being the purpose and intent of this Article IV to invest the Company with the broadest purposes, objects and powers lawfully permitted a company formed under the Law.

4.2 All words, phrases and provisions appearing in this Article IV are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.


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ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

5.1 The location and mailing address of the initial registered office of the Company shall be 6 Greenbrier Ridge, Shoal Creek, Alabama 35242.

5.2 The initial registered agent at such address shall be Leah G. McGriff.

ARTICLE VI
ORGANIZER

The name and mailing address of the Organizer is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leah G. McGriff	6 Greenbrier Ridge Shoal Creek, AL 35242

ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

From and after the date of the formation of the Company, any person or entity acceptable to all the Members by their vote thereof may become a Member in this Company either by the issuance by the Company of membership interests for such consideration as the Members by their votes shall determine, or as a transferee of a Member's membership interest or any portion thereof as approved by the Members by their vote, subject to the terms and conditions of these Articles of Organization and the Operating Agreement.

ARTICLE VIII
CLASSES OR GROUPS OF MEMBERSHIP INTERESTS

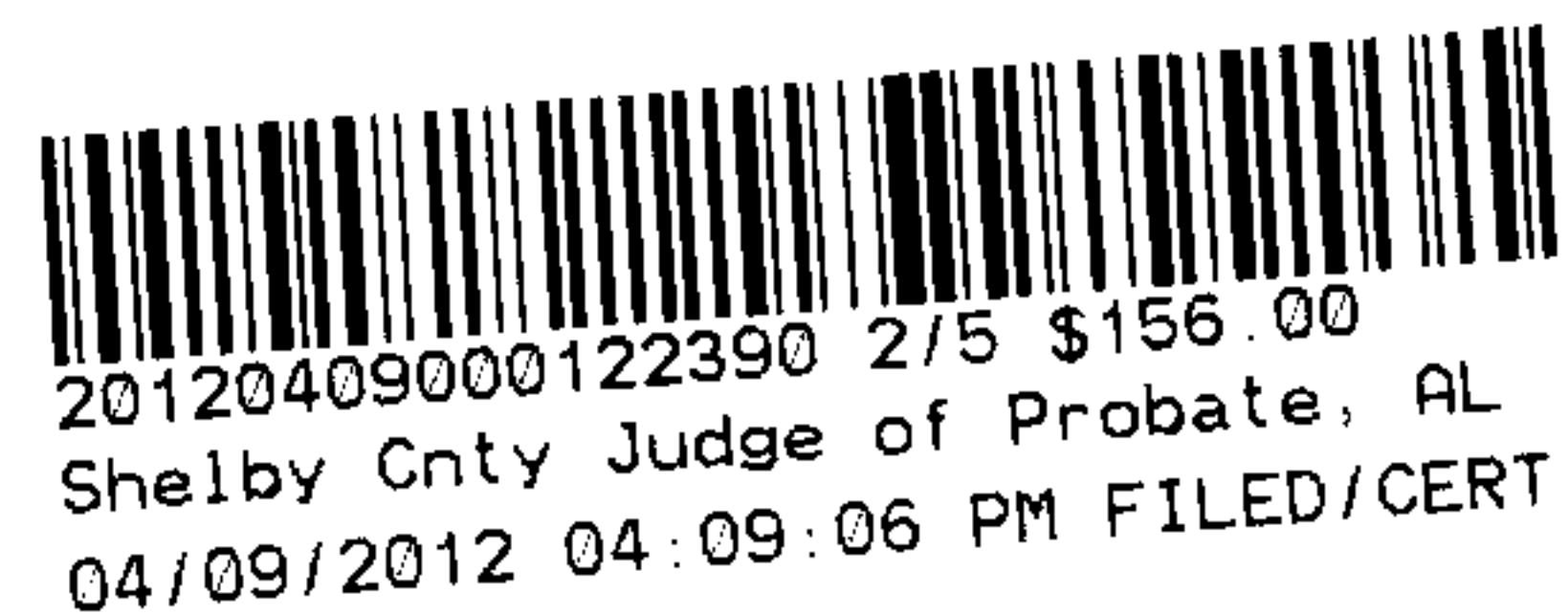
The relative rights, powers and duties for classes or groups of membership interests, if any, are set forth in full in the Operating Agreement of the Company, as the same may be in effect from time to time.

ARTICLE IX
CONTINUATION OF BUSINESS

In the event of the death, retirement, resignation or expulsion of a Member, the remaining Member or Members, if any, shall automatically continue the business of the Company.

ARTICLE X
MANAGEMENT

The business and affairs of the Company shall be managed its Members.



ARTICLE XI INTERNAL AFFAIRS

11.1 The provisions of Sections 11.2 to 11.4 for the regulation of the business and for the conduct of the affairs of the Company and its Members are hereby adopted.

11.2 The initial Operating Agreement of the Company shall be adopted by the initial Members. The power to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement shall be vested in the Members, which power may be exercised in the manner and to the extent provided in the Operating Agreement. The Operating Agreement may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company or the Members, not inconsistent with the Law or these Articles of Organization. The Operating Agreement as so adopted and as may be amended from time-to-time, is hereby incorporated herein by reference as if set out in full herein.

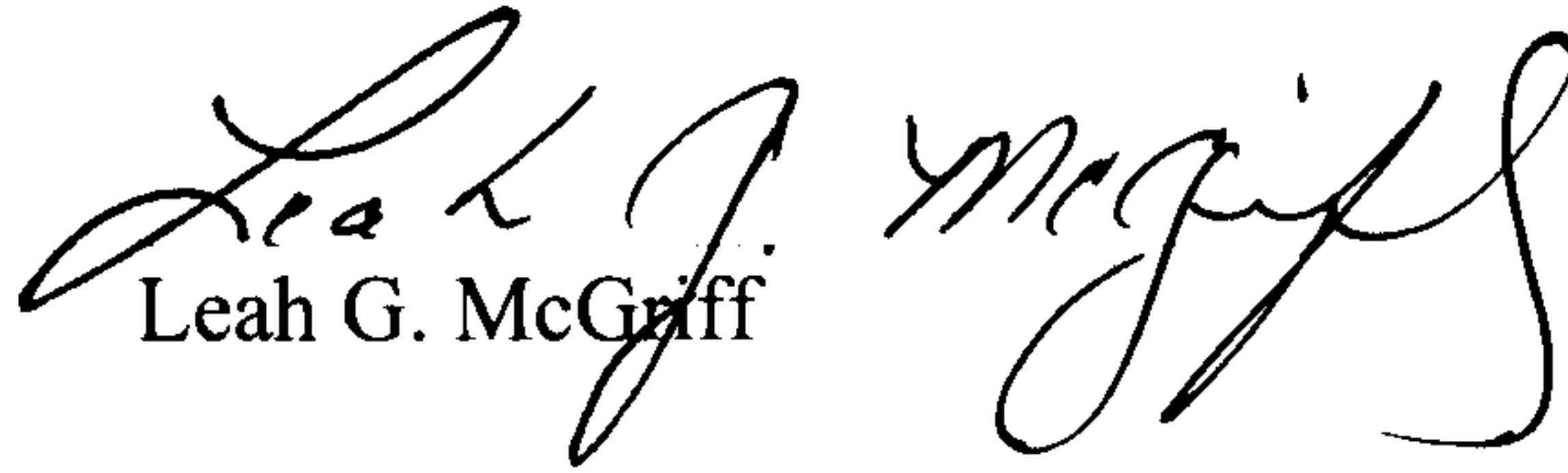
11.3 Any contract or other transaction which is fair and reasonable to the Company between the Company and one or more of its Members, or between the Company and any firm of which one or more of its Members are members or employees, or in which they are financially interested, or between the Company and any company or association of which one or more of its Members are shareholders, members, directors, officers, or employees, or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the person at the meeting of the Members of the Company or any committee thereof that acts upon, or in reference to, the contract or transaction if either (a) the fact of such interest shall be disclosed or known to the Members, or such committee, as the case may be, and the Members or such committee shall, nevertheless, authorize or ratify the contract or transaction or (b) the fact of such relationship or interest is disclosed to the Members entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent. The interested Members shall not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a Member of the Company is hereby relieved from any liability that might otherwise arise by reason of his or her contracting with the Company for the benefit of himself or herself or any firm or company in which he or she may be in any way interested.

11.4 These Articles of Organization may be amended, altered, or repealed from time to time in the manner now or hereafter prescribed in these Articles of Organization, the Operating Agreement, or as permitted by the Law.

(signature page follows)


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IN TESTIMONY WHEREOF, witness the hand and seal of the undersigned on this the 4 day of April, 2012.


Leah G. McGriff


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THIS INSTRUMENT PREPARED BY:
Daniel H. Markstein, III
Maynard, Cooper & Gale, P.C.
2400 Regions/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618
(205) 254-1000

Beth Chapman
Secretary of State

P. O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama* 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

LynLea, LLC

This domestic limited liability company is proposed to be formed in Alabama and is for the exclusive use of Maynard Cooper & Gale, PC, 1901 6th Avenue North, Suite 2400, Birmingham, AL 35203 for a period of one hundred twenty days beginning March 5, 2012 and expiring July 3, 2012.

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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

March 5, 2012

Date

Beth Chapman

598-418

Beth Chapman

Secretary of State